

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE	:	
	:	Chapter 11
W. R. GRACE & CO.	:	
	:	Case No. 01-01139 (JKF)
Debtor.	:	Related Docket Item: 4034

**NO ORDER REQUIRED CERTIFICATION OF NO OBJECTION EIGHTH
MONTHLY FEE APPLICATION, OF PRICEWATERHOUSECOOPERS LLP,
AUDITORS AND TAX CONSULTANTS TO THE DEBTORS, FOR
ALLOWANCE OF COMPENSATION AND REMIMBURSEMENT
OF EXPENSES FOR THE MONTH OF MAY 2003**

On July 9, 2003, PricewaterhouseCoopers LLP ("PwC"), Auditors and Tax Consultants to the Debtors, filed its *Eighth Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants for Debtors, For Allowance of Compensation and Reimbursement of Expenses for the Month of May 2003* (Docket No. 4034) (the "Application"). The notice filed with the Application provided an objection deadline of 4:00 pm (Eastern Standard Time) on July 30, 2003. The undersigned hereby certifies that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Administrative Order Pursuant to Sections 105 and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals dated December 31, 2001 ("the Order"), the Debtor is authorized to pay PwC \$31,018.90, which represents eighty percent (80%) of the fees, and \$192.96

which represents 100% of the expenses requested in the Application upon the filing of this Certification and without the need for entry of a Court order approving the Application.

Dated: July 31, 2003

SMITH, KATZENSTEIN & FURLOW, LLP

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CERTIFICATE OF SERVICE

I hereby certify that on the 31st day of **July, 2003**, a copy of the *No Order Required Certification of No Objection to Eighth Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants to the Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of May 2003* was served on the following parties in the manner herein indicated:

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/s/ Kathleen M. Miller
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